

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
(201) 489-3000
msirota@coleschotz.com
wusatine@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
(212) 446-4800
jsussberg@kirkland.com
christine.okike@kirkland.com

Attorneys for Debtors and Debtors in Possession

HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
30 Rockefeller Plaza, 26th Floor
New York, New York 10112
(212) 659-7300
richard.kanowitz@haynesboone.com
kenric.kattner@haynesboone.com

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**DECLARATION OF TODD M. HINNEN, ON BEHALF OF PROPOSED
ORDINARY COURSE PROFESSIONAL PERKINS COIE LLP**

I, Todd M. Hinnen, pursuant to Section 1746 of Title 28 of the United States Code, hereby
declare that the following is true to the best of my information, knowledge, and belief:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

1. I am a partner of Perkins Coie LLP, located at 1201 Third Avenue, Suite 4900, Seattle, Washington 98101 (the “Company”).

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of New Jersey authorizing BlockFi Inc. and/or its affiliated debtors (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ Chapter 11 Cases [Dkt. 301] (the “Order”). Following the date that the Debtors’ Chapter 11 Cases were commenced (the “Petition Date”), the Debtors have requested that the Company provide professional services (or continue to provide such services) to the Debtors, and the Company has consented to provide such services. Accordingly, the Company is submitting this Declaration pursuant to the Order.

3. The Company, through me, and other members, partners, associates, or employees of the Company, has provided, or plans to provide, the following services to the Debtors from and after the Petition Date: legal counsel and representation.

4. BlockFi Inc. and/or its affiliated debtors (collectively, the “Debtors”) have requested that the Company provide local counsel legal representation with respect to a related matter, captioned *United States v. Sergei Potapenko and Ivan Turogin*, No. 2:22-CR-00185-RSL, pending in the United States District Court for the Western District of Washington, to the Debtors, and the Company has consented to provide such services. In light of the time-sensitive nature of that matter and the risk that they would be prejudiced by any delay, Debtors requested that I begin providing services, and I began providing services, on Thursday, May 25, 2023.

5. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties in interest in these cases. As part of its customary practice, the Company is retained in cases, proceedings,

and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these cases. The Company does not perform services for any such person in connection with these cases. In addition, the Company does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

6. Neither I nor any principal of or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

7. Neither I nor any principal of or professional employed by the Company, insofar as I have been able to discover, holds or represents any interest adverse to the Debtors or their estates, except for the following two claims held by an associate in an individual capacity:

Name: Will Conley (Claim 1)
Status: scheduled (Schedule 4425520)
Amount: \$ 2,518.08
Date claim arose: unknown
Nature of claim: general unsecured creditor

Name: Will Conley (Claim 2)
Status: scheduled (Schedule 4313404)
Amount: \$ 5.71
Date claim arose: unknown
Nature of claim: general unsecured creditor

8. The Debtors owe the Company \$2,892.50 for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. 101-1532.

9. As of the Petition Date, which was the date on which the Debtors commenced these Chapter 11 Cases, the Company was not party to an agreement for indemnification with the Debtors.

10. At any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

11. I, or a representative of the Company, have read and am familiar with the requirements of the *Order Granting Debtors' Motion for Entry of an Order Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business*.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 30th day of May, 2023, in Seattle, Washington, United States of America.



Todd M. Hinnen, Partner, Perkins Coie LLP